

EXHIBIT A

Declaration of Jeffrey N. Pomerantz

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
BIG VILLAGE HOLDING LLC, <i>et al.</i> , ¹)	Case No. 23-10174 (CTG)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF JEFFREY N. POMERANTZ IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103,
FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1, AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG
ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 28, 2023**

I, JEFFREY N. POMERANTZ, declare under penalty of perjury as follows:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the state of California, among other jurisdictions, and am admitted *pro hac vice* in these cases. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of February 28, 2023* (the “Application”).²

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Big Village Holding LLC (6595); Big Village Group Holdings LLC (5882); Big Village Group Inc. (6621); Big Village Insights, Inc. (8960); Big Village Media LLC (7288); EMX Digital, Inc. (5543); Big Village USA Corporation, Inc. (3414); Big Village Agency, LLC (0767); Baliho, Inc. (9666); Deep Focus, Inc. (8234); and Trailer Park Holdings Inc. (1447). The Debtors’ service address is 301 Carnegie Center, Suite 301, Princeton, NJ 80540.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the U.S. Trustee, except as set forth herein.

Disclosure of Connections

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) of the Bankruptcy Code. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtor, its estate, the professionals and the U.S. Trustee. The Firm, therefore, discloses its known connections herein.

4. The Firm has made the following investigation of disinterestedness as part of its retention as counsel to the Committee. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, is in the process of entering the names of the parties set forth on **Schedule 1** attached hereto in the Firm’s database with respect to the Firm’s conflict check in these Cases.

5. Based on the Firm's conflict check within its database, and out of an abundance of caution, the Firm provides the following disclosures, which do not result in conflict:

- a. Upon information and belief, MJX Asset Management LLC is a [creditor] of the Debtors. The Firm currently serves as Delaware counsel to the DIP/First Lien Group (of which MJX Asset Management LLC is a member) in the chapter 11 cases captioned *In re Phoenix Services Topco LLC, et al.*, Case No. 22-10906 (MFW) pending in the U.S. Bankruptcy Court for the District of Delaware (the "Phoenix Case"). The Phoenix Case is unrelated to the Debtors' chapter 11 cases. The Firm will not represent MJX Asset Management LLC or any of its affiliates in the Debtors' chapter 11 cases.

6. Further, PSZ&J represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these Cases, whose members may be creditors and/or committee members in these Cases. The Firm, however, is not representing any of those entities in these Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

7. To date, it appears that PSZ&J does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below and herein, with the Debtors herein, its creditors, the U.S. Trustee for the District of Delaware, or any party in interest herein in the matters upon which PSZ&J is to be retained.

8. PSZ&J is continuing to conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts, connections, or relationships are discovered or arise, PSZ&J will supplement its disclosure to the Court.

9. PSZ&J and certain of its partners, of counsel, and associates represented, represent and in the future will likely represent creditors of the Debtors in connection with matters

unrelated to the Debtors and these Cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

10. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Cases wherein one or more of the firms representing the Debtors or other parties-in-interest serve as or will serve as professionals.

11. PSZ&J is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors’ estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

Compensation

12. The Firm has not received a retainer from the Debtors or the Committee, nor has the Firm received any payment or promise of payment, during the one-year period prior to the Petition Date on this engagement. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these Cases on this engagement. No promises have been received by the Firm nor by any partners, of counsel or associates thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation

received by the Firm in connection with these Cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

13. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZ&J on an hourly basis at PSZ&J's standard hourly rates pursuant to section 328(a) of the Bankruptcy Code, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- | | | |
|-----|------------------|---------------------------------|
| (a) | Partners/Counsel | \$875.00 to \$1,995.00 per hour |
| (b) | Associates | \$725.00 to \$895.00 per hour |
| (c) | Paralegals | \$495.00 to \$545.00 per hour |

14. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services. It is the Firm's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation,

envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in accordance with the guidelines set forth in Local Bankruptcy Rule 2014-1, and all amendments and supplemental standing orders of the Court. The Firm believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Subject to Court approval, the Committee is seeking to retain Dundon Advisers LLC ("Dundon") as its financial advisor. PSZ&J intends to work closely with Dundon to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

U.S. Trustee Guidelines

16. PSZ&J provides the responses listed below as a courtesy to comply with the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Case* (the "2013 UST Guidelines").³ Pursuant to Part D1 of the 2013 UST Guidelines, PSZ&J is seeking employment as counsel for the Committee under sections 328 and 1103 of the Bankruptcy Code and it hereby provides the following responses set forth below:

³ See 78 Fed. Reg. 36248 (June 17, 2013).

Questions Required by Part D1 of 2013 UST Guidelines:	Answer:	Further Explanation:
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	N/A
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	PSZ&J did not represent the client in the 12 month period prepetition. The billing rates for PSZ&J are disclosed in the Application and are subject to periodic adjustment in accordance with the Firm's practice.	None.
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	No.	PSZ&J anticipates filing a budget at the time it files its interim fee applications. In accordance with the 2013 UST Guidelines, the budget may be amended as necessary to reflect changed circumstances or unanticipated developments.

17. PSZ&J intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the 2013 UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by PSZ&J in these Cases. As to these Cases and any other case in which PSZ&J may be

involved, PSZ&J reserves all rights regarding the scope, application, and enforceability of the 2013 UST Guidelines.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 28, 2023

/s/ Jeffrey N. Pomerantz

Jeffrey N. Pomerantz

SCHEDULE 1

List of Potentially Interested Parties

Potential Parties in Interest List

I. Debtor, Subsidiaries, and Affiliated Entities

Big Village Holding LLC
Big Village Group Holdings LLC
Big Village Group Inc.
Big Village Insights, Inc.
Big Village Media LLC
EMX Digital, Inc.
Big Village USA Corporation, Inc.
Big Village Agency, LLC
Balihoo, Inc.
Deep Focus, Inc.
Trailer Park Holdings Inc.
EMX Digital Limited
EMX Digital Pty. LTD
EMX Digital GmbH
ORC Holdings, Ltd
Engine Transformation Limited
Engine International Pte
Big Village Australia Pty Ltd
Engine International

II. Debtor's Prior Names/Predecessors

Engine Holding, LLC
ORC Holding, LLC
Engine Group Holdings LLC
Engine Group Inc.
Engine Intermediate Holding Corp
ORC Intermediate Holding Corp
Engine International, Inc.
ORC International, Inc.
Engine Media, LLC
Clearstream TV, Inc.
EMX Digital LLC
Engine USA Corporation Inc.
Engine USA LLC
The Engine Group GmbH
Engine Asia Pacific Pts Lts
ORC Aus Pty Ltd
ORC International, Ltd

III. Current and Former Directors and Officers

Terence Graunke
Paul Yovovich
Douglas Rescho

Paul Caine
Kasha Cacy
Jill Frizzley
Stacy Lee
Don Simons
Vashti Chatman
Michael Zacharski

VII. Insurers

Federal Insurance Company
Chubb Insurance Company of New Jersey
Chubb Insurance Company
Indian Harbor Insurance Company
Endurance American Insurance Company
Ace American Insurance Company
Endurance American Insurance Company
Ironshore Indemnity Inc.

VIII. Contract Counterparties

4K Research & Consulting
ADAPT Inc.
Acuityads
Adara Media Inc.
AdDaptive Intelligence Inc.
Adobe
Adobe Systems Software Ireland Limited
Advance Magazine Publishers Inc. d/b/a Conde Nast
Afar.com
Afya Insights
Afya Insights LLC
AlphaSense Inc.
Amanda Steiger d/b/a E&A Transcriptions
American Public Education Inc.
Americas Market Intelligence LLC
Americas Survey Company Inc.
Assygnment LLC
AUS Marketing Research Systems, Inc.
AUS Marketing Research Systems, Inc. d/b/a SSRS
Automotive News
Bayesia SAS
Bidtellect Inc
Boston Research & Communications Inc.
C&C Market Research
Canon Solutions America Inc.
Caplena
CDW Direct LLC

CDW Logistics LLC
Channel Signal
CIENCE Technologies Inc., a Delaware corporation
Cint AB
Clickagy LLC
CMS Research Inc.
Code 3
Competitive Media Reporting LLC d/b/a Kantar Media
Confermit Australia Pty Ltd.
Consumer Connections Research
Crimson Hexagon Inc.
Crowdstrike
Cybage Software Pvt Ltd
DashMR
Discovery Communications
Disney Streaming Services
Dolandis Enterprises Inc.
Dynata LLC
Elemental Data Collection Inc.
EMI Research Solutions
Experian Marketing Solutions LLC
Factiva Inc.
Fidelity Workplace Services LLC
Fieldwork Inc.
Fieldworkhub Ltd
Flagship Research Inc.
Focus Forward
Focus Pointe Global
FocusVision Worldwide Inc.
Freshworks Inc.
Ft Worth Research LLC
GDCC
Global Data Collection Company BV
Global Data Collection Company Holding Inc.
Global Data Collection Company LTD
GLocalMind Inc.
Hallmark Cards Incorporated
HauckEye
Hulu LLC
ICARE
iMAD Research
Imperium, LLC
Infiniti Research Inc.
InMoment Inc.
Innovate MR
Intellus Research LLC

Issues and Answers
Jacobs Research
James Judge
Jennifer Street
JLS Research LLC
JMF Research
Joe Lalich LLC
Kargo Global Inc.
L & E Research Inc.
Lake Capital Management LLC
Language Logic LLC
Las Vegas Field and Focus LLC
LEAF Capital Funding LLC
Liberty Science Center Inc.
LiveRamp Inc.
Lucid Holdings LLC
Luth Research
M3 USA Corporation
Manthan Software Services Pvt Ltd
Market Track, LLC dba Numerator
Marketing Systems Group
Mashwork Inc. d/b/a Canvs
MFour Mobile Research Inc.
Miami Market Research Inc.
Microsoft
Mimecast North America Inc.
Mindforce Research and Hiring Solutions Pvt Ltd
monday.com Ltd
Museum of Science and Industry
Nashville Research Group, LLC
National Veterinary Associates Inc.
NBCUniversal Media LLC
New South Research, Inc. dba Graham & Associates
Nissan North America Inc.
Nissan North America Inc.
NORC
OKTA INC
Op4G Inc.
Opinion Route
Optiv Security Inc.
Optiv Security Inc.
Outfielders
Penney OpCo LLC
Peter Ostella
Peters Design Company
Pixel Films LLC

Precise Mailing
Precise Printing & Mailing
Prediki
Prediki Prognosedienste GmbH
Prodege LLC
Pure Spectrum
QualCore.com Inc.
Qualtrics LLC
Qualys Inc.
Ramius Corporation
Relative Insight Inc.
ReRez LP
Research Technologies LLC
Roku
RP Translate
RP Translate Limited
Rybbon
Samantha A Kennedy d/b/a ASK Qualitative Consulting
Sample Solutions BV
SERMO Inc.
Shugoll Research
SK&A Information Services Inc.
Slack Technologies LLC
SS Holdings Group LLC d/b/a Schlesinger Associates
SSRS Inc.
Sterling Institutional Review Board
Strottman Johnson LLC
Symphony Health Solutions Corporation
Syno International (UK) Limited
Talend Australia Pty Limited
TANGO CARD, Inc.
TapResearch
Tetonka Research LLC
The Priceline Media Group
Tiny Human Films LLC
TNTdrama.com
Toluna USA Inc.
TravelAndLeisure.com
Travelscape LLC
Turner Digital
Ugam Solutions Pvt Ltd
Ugam Solutions Pvt Ltd
United Mail
Universal Survey Center, Inc., dba Survey Healthcare Globus
Veratad Technologies LLC
Veridata

Vistar Media
VorsightSDR LLC
Vox Media LLC
Voxpopme Inc.
WiseWorks
Workplace Services LLC F/K/A FESCO LLC
Zoom Video Communications Inc.

IX. Landlords

Colombia Property Trust
International Plaza Partners 2, LLC
Hudson 6922 Hollywood, LLC
Pacific Design Center 1, LLC
Regus Management Group, LLC
Carnegie Investors, L.L.C.

X. Banks, Lenders and Other Secured Creditors

BNB Paribas
BNP Bank
BMO Commercial Bank
Black Diamond Capital
Bank of Montreal
Governor & Co of the Bank of Ireland
Monroe Capital Management
Prospect Capital
BMO Asset Management
Barings
Crestline Denali Capital
MJX Asset Management
Barclays
Centre Lane Partners
Medalist Partners Corporate Finance
Square 1 Bank

XI. Litigation Parties

Massandra Harbor Hollywood Owner, LLC
Content IQ, LLC
PubOcean Media UK Ltd.
Perion Network Ltd.
Michael Johnson
Szabo Associates, Inc.
Columbia REIT – 229 W. 43rd Street, LLC
International Plaza Partners 2, LLC

XII. Restructuring Professionals

Young Conaway Stargatt & Taylor, LLP

Triple P RTS, LLC (Portage Point Partners, LLC)
Kroll Restructuring Administration LLC
Stephens Inc.

XIII. Top 30 Unsecured Creditors

CPX Interactive, LLC
Pluto Inc.
Columbia REIT-229 W. 43rd Street
Yahoo Ad Tech LLC
Amazon Web Services, Inc.
Samsung Electronics America
Google Inc-Adwords
Google Inc.
Proper Media, LLC
Xandr Inc. (AppNexus)
Taboola.com Ltd
Internal Revenue Service
AppMonet
Ugam Solutions Pvt. Ltd-WIRE
Vizio Services, LLC
A9.com
Ironsource Neon Ltd (TypeA Hol
Consumable
Gannett Co., Inc.
MediaVine, Inc.
Vidazoo Ltd
Performance Improvement Partners
CBS Interactive Inc.
Hulu, LLC
Roku, Inc.
GumGum, Inc.
Content IQ LLC (Boredom Therapy)
Fox Corporation (Fox News Network)
Microsoft Online, Inc.
Media.net

XVI. Bankruptcy Judges

Laurie Selber Silverstein
John T. Dorsey
Craig T. Goldblatt
Karen B. Owens
Brendan Linehan Shannon
J. Kate Stickle
Mary F. Walrath
Ashely M. Chan

XVII. Office of the United States Trustee Employees and Personnel

Joseph McMahon
Lauren Attix
Linda Casey
Denis Cooke
Joseph Cudia
Holly Dice
Shakima L. Dortch
Timothy J. Fox, Jr.
Diane Giordano
Christine Green
Benjamin Hackman
Ramona Harris
Nyanquoi Jones
Jane Leamy
Hannah M. McCollum
James R. O'Malley
Michael Panacio
Linda Richenderfer
Juliet Sarkessian
Richard Schepacarter
Edith A. Serrano
Rosa Sierra-Fox
Dion Wynn